

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

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DIRECT DIAL:

August 27, 1996

Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RECORDATION NO. 18075- U, V, W
FILED 1996

SEP 3 1996 - 1:45 PM

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 10)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission, now known as the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of August 27, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 27, 1996, between the Company ("Assignor") and the Bank, as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 27, 1996, between the Company ("Seller") and the Bank, as Trustee ("Buyer").

The enclosed Fifth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively; the Third Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-J on March 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 18075-K and 18075-L, respectively; and the Fourth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-N on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 18075-O and 18075-P, respectively.

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We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Fifth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

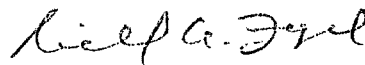
Enclosed is our firm's check in the amount of \$63.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fifth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fifth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of August 27, 1996, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Thirty One (31) railroad cars, and (ii) Assignment, a primary document, dated August 27, 1996, between the Company (as Assignor), and the Bank, as Trustee, and covering Thirty One (31) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 27, 1996, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fifth Supplement to Equipment Trust Agreement referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

Enclosures

TRINITY INDUSTRIES LEASING COMPANY

(Series 10-5)

Equipment Trust, Series 10

RECORDATION NO. 18075-10 FILED 1123

Bill of Sale

SEP 3 1996 4:15 PM

THIS AGREEMENT, dated the 27th day of August, 1996, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Fifth Supplement to Equipment Trust Agreement dated as of August 27, 1996, supplementing and amending the Equipment Trust Agreement dated as of December 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

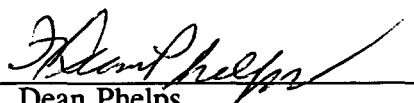
That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Thirty One (31) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By:


F. Dean Phelps
Vice President

[SEAL]

ATTEST:


Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 27th day of August, 1996 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Richard A. Fogel
Signature of Notary Public

My Commission expires:

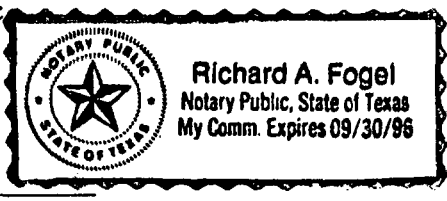


EXHIBIT A

1. Railroad Car Lease Agreement, dated May 13, 1992, between Trinity Industries Leasing Company and Mapco Alaska Petroleum, Inc. covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	23,589 Gal. 111A100W1 Tank Cars	TILX 260819-260848

2. Railroad Car Lease Agreement, dated April 10, 1996, between Trinity Industries Leasing Company and Mark VII Logistics Services, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5403

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
30 Tank Cars	111A100W1	23,589 Gal.	TILX 260819-260848	06/96
1 Hopper Car	Lo	5,125 cu. ft.	TILX 5403	02/96